

- DRAFT -

## **Resolutions of the Ordinary General Meeting of Shareholders of April 29 (30), 2024**

The ordinary general meeting of the shareholders of the **company Lion Capital S.A.**, established and operating in accordance with Romanian law, (hereinafter referred to as "**Lion Capital**" or "**the Company**"), headquartered in Arad, 35A Calea Victoriei, registered with the Trade Register Office attached to the Tribunal of Arad under number Arad J02/1898/1992, having the Unique Registration Code 2761040, tax attribute R, number in ASF Register PJR07.1AFIAA/020007/09.03.2018 and PJR09FIAIR/020004/01.07.2021, with the subscribed and paid-up share capital of RON 50,751,005.60, gathered in the meeting held on April 29 (30), 2024 starting with 10:00 hours (Romanian time), at the first call/second call (hereinafter referred to as "**OGM**"),

### **Considering:**

- The Convening Notice submitted on March 25, 2024, to the Financial Supervisory Authority ("ASF") - Sector of Financial instruments and Investments, and the Bucharest Stock Exchange (BVB), published in the Official Gazette of Romania, part IV, no. 1494 of March 26, 2024; in the local newspaper *Jurnal Arădean* no. 9539 of March 26, 2024, on the on-line publication [www.FinancialIntelligence.ro](http://www.FinancialIntelligence.ro) on March 25, 2024, on Lion Capital's website, ([www.lion-capital.ro](http://www.lion-capital.ro)), and on the website of Bucharest Stock Exchange on March 25, 2024,
- The Amendment to the Agenda of the OGM submitted on April 11, 2024, to the Financial Supervisory Authority ("ASF") - Sector of Financial instruments and Investments, and the Bucharest Stock Exchange (BVB), published in the Official Gazette of Romania, part IV, no. 1859 of April 15, 2024; in the local newspaper *Jurnal Arădean* no. 9553 of April 15, 2024, on the on-line publication [www.FinancialIntelligence.ro](http://www.FinancialIntelligence.ro) on April 12, 2024, on Lion Capital's website, ([www.lion-capital.ro](http://www.lion-capital.ro)), and on the website of Bucharest Stock Exchange on April 11, 2024,
- Lion Capital's Articles of Association in force,
- Trading Companies Law no. 31/1990, republished with subsequent amendments and completions,
- Law no. 74/2015 on the managers of alternative investment funds,
- Law no. 24/2017 on issuers of financial instruments and market operations,
- Financial Supervisory Authority (ASF) Regulation no. 5/2018 on issuers of financial instruments and market operations,

### **Decides upon the items on the OGM Agenda as follows:**

#### **Draft for Resolution no. 1**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "*for*" of the shareholders representing ... ..% of the votes cast, **approves the election of the secretaries of the works of the ordinary general meeting of Company's shareholders, namely the shareholders Laurentiu Riviş, Adrian Marcel Lascu and Daniela Vasi, with the identification data available at the company's headquarters, which will verify the fulfilment of all the formalities required by the law and the constitutive act for holding the meeting, and will prepare the minutes of the meeting.**

#### **Draft for Resolution no. 2**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "*for*" of the shareholders representing ... ..% of the votes cast, **approves the election of the commission for counting the votes cast by the shareholders on the topics of the agenda of the ordinary general meeting of shareholders, consisting of Laurențiu Riviş, Daniela Vasi and Adrian Marcel Lascu, having the identification data available at the company's headquarters.**

#### **Draft for Resolution no. 3**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "*for*" of the shareholders representing ... ..% of the votes cast, **approves the separate financial statements for 2023 financial year, based on the discussions and the reports presented by the Board of Directors and the financial auditor, including Lion Capital's remuneration report for 2023, as per the provisions of art. 107, par (6) of Law no. 24/2017, republished, annex to the annual report of the Board of Directors.**

#### **Draft for Resolution no. 4 - Option I**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes "*for*" of the shareholders representing ... ..% of

the votes cast, **approves the allocation of the net profit of the financial year 2023, in the amount of RON 417,255,132, to Other reserves, as own funding sources.**

**Draft for Resolution no. 4 – Option II**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes “for” of the shareholders representing ... ..% of the votes cast, **approves the allocation of the net profit for the financial year 2023, in the amount of RON 417,255,132, as follows: RON 208,627,566 for Dividends, representing a gross dividend of RON 0.41 per share payable to shareholders as of the payment date of June 10, 2024, and RON 208,627,566 to Other reserves, as own funding sources.**

**Draft for Resolution no. 5**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes “for” of the shareholders representing ... ..% of the votes cast, **approves the consolidated financial statements for the year ended on December 31, 2023, based on the discussions and the reports presented by the Board of Directors and the financial auditor.**

**Draft for Resolution no. 6**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes “for” of the shareholders representing ... ..% of the votes cast, **approves the discharge of liability of the members of the Board of Directors for the activity carried out during the financial year 2023.**

**Draft for Resolution no. 7**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes “for” of the shareholders representing ... ..% of the votes cast, **approves the Income and Expenses Budget and Activity Program for the year 2024.**

**Draft for Resolution no. 8**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes “for” of the shareholders representing ... ..% of the votes cast, **approves the remuneration due to the members of the Board of Directors for the financial year 2024, at the level set by resolution of OGM of April 26, 2016.**

**Draft for Resolution no. 9**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes “for” of the shareholders representing ... ..% of the votes cast, **approves the general limits of all additional remunerations for the Board of Directors and the general limits of directors’ remuneration for the financial year 2024 at the level set by Resolution no. 7 of the OGM of April 27, 2020.**

**Draft for Resolution no. 10**

With the direct participation, by representative or by correspondence of the shareholders holding ... .. shares, representing ... ..% of the total voting rights, with the votes “for” of the shareholders representing ... ..% of the votes cast, **approves the date of May 21, 2024, as the registration date (May 20, 2024, as the ex date) in accordance with the provisions of Art. 87 par. 1 of Law no. 24/2017 and ASF Regulation no. 5/2018.**

This resolution is signed today, on April 29 (30), 2024, in Arad, in 5 original copies.

**Bogdan-Alexandru Drăgoi**

Chairman of the Board of Directors and CEO